

RECORDATION NO. 23671 FILED

SEP 26 '01 12:19 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 25, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Amtrak Trust 2001- L-B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment (Amtrak 2001-L-B) dated September 26, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor :	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19801
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

Eight (8) General Electric P42-DC Single Model Diesel Locomotives AMTK 184 through AMTK 191, inclusive.

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Mr. Vernon A. Williams
September 25, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Railroad Equipment (Amtrak Trust 2001- L-B).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

AMTRAK TRUST 2001-L-B

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (Amtrak Trust 2001-L-B) dated September 26, 2001, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (Amtrak Trust 2001-L-B) dated as of September 15, 2001, (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, Lessor and Lessee are entering into that certain Lease of Railroad Equipment (Amtrak Trust 2001-L-B) dated as of September 15, 2001 and Lease Supplement No. 1 (Amtrak Trust 2001-L-B) dated September 26, 2001 (the terms of each of which are incorporated herein by reference), covering the railroad equipment listed in Schedule I hereto and in the Lease Supplement No. 1, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.


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IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By: 
Name: *Anita Dallago*
Title: *Financial Services Officer*

NATIONAL RAILROAD PASSENGER CORPORATION

By: _____
Name: Dale M. Stein
Title: Treasurer

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By: _____
Name:
Title:

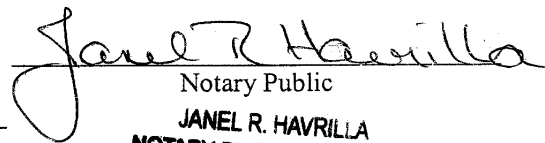
NATIONAL RAILROAD PASSENGER CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 10th day of September, 2001 before me personally appeared **Anita E. Dallo**, to me personally known, who, being by me duly sworn, says that he/she is the **Financial Services Officer** of ~~WILMINGTON TRUST COMPANY~~, that said instrument was signed on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Wilmington Trust Company.

My Commission Expires: _____


Notary Public

JANEL R. HAVRILLA
NOTARY PUBLIC-DELAWARE
My Commission Expires Feb. 2, 2005

DISTRICT OF COLUMBIA)
) SS.:
)

On this 18 day of September, 2001, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Carla A. Jones
Notary Public, District of Columbia
My Commission Expires 04-30-2006

Carla A. Jones
Notary Public

My Commission Expires: _____

SCHEDULE I

DESCRIPTION OF EQUIPMENT

AMTRAK TRUST 2001-L-B

<u>Equipment Type</u> ¹	<u>Amtrak Equipment Numbers</u>
Eight (8) General Electric P42-DC Single Mode Diesel Locomotives	AMTK 184 through AMTK 191, inclusive

¹ The following passenger rail equipment has been delivered and accepted under the Purchase Agreement (as defined in the Participation Agreement).